

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO RULE 15c2-11
SECURITIES EXCHANGE ACT OF 1934
EYECITY.COM, INC.**

DATED: October 31, 2012

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF EYECITY.COM, INC. IN ACCORDANCE WITH RULE 15C2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY.

ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY. DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE

INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.

EYECITY.COM, INC.

**Initial Company Information and Disclosure Statement
October 31, 2012**

PART A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

EyeCity.com, Inc., was originally incorporated under the laws of the State of Delaware on April 11 of 1997 as Ergovision, Inc.

Item 2 The address of the issuer's principal executive offices.

EyeCity.com, Inc.

30 Skyline Drive, Suite 200

Lake Mary Florida 32746

Email: info@ictygroup.com

Telephone: (407) 257-5004

Contact: Bradley Wilson

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

The issuer was organized under the laws of the state of Delaware on April 11, 1997 under the name Ergovision, Inc.

PART B Share Structure

Item 4 The exact title and class of securities outstanding.

Security Symbol: ICTY

CUSIP Number: 30231H 10 0

Common Stock: \$0.0001 par value

Preferred Stock: \$0.0001 par value

Item 5 Par or stated value and description of the security.

A. Par or stated value.

There are ten billion (10,000,000,000) shares of common stock with a par value of \$0.0001, authorized by the company's restated articles filed within the state of Delaware on August 20th, 2012. There are five million (5,000,000) Preferred A shares having 1000 for 1 voting rights. There are two million (2,000,000) Preferred B shares having 25 to 1 voting rights and are convertible into common shares at a ratio of 50 for 1.

B. Common or Preferred Stock.

Each share of common stock in the company is entitled to voting power, to the fullest extent permitted by the laws of the state of Delaware, as the same now exists or may hereafter be amended or supplemented, the Board of Directors may fix and determine the designations, rights, preferences or other variations of each class or series within each class of capital stock of the Corporation. The Corporation may issue the shares of stock for such consideration as may be fixed by the Board of Directors.

There are no provisions in the Articles of Incorporation that would delay, defer or prevent a change in control of the Company.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized

(i) Period end date;
June 30, 2012

(ii) Number of shares authorized;
As of October 1st, 2012 (current date) EyeCity.com was authorized by the Articles of Incorporation of the Company to issue ten billion (10,000,000,000) shares of common stock with a par value of \$0.0001; Five million (100,000,000) shares of preferred A stock, with 1000 to 1 voting rights; Two Million (2,000,000) shares of preferred B stock with 25 to 1 voting rights and conversion rights of 50 to 1 into common stock.

As of December 31st, 2012 (fiscal year end) EyeCity.com was authorized by the Articles of Incorporation of the Company to issue five billion (5,000,000,000) shares of common stock with a par value of \$0.001; Five million (5,000,000) shares of preferred A stock with 100 to 1 voting rights.

As of December 31st, 2011 (fiscal year end) EyeCity.com was authorized by the Articles of Incorporation of the Company to issue five billion (5,000,000,000) shares

of common stock with a par value of \$0.001; Five million (5,000,000) shares of preferred A stock with 1000 to 1 voting rights.

As of December 31st, 2010 (fiscal year end) EyeCity.com was authorized by the Articles of Incorporation of the Company to issue five billion (5,000,000,000) shares of common stock with a par value of \$0.001; Five million (5,000,000) shares of preferred A stock with 1000 to 1 voting rights.

(iii) Number of shares outstanding;

As of October 1st, 2012 (current date) there were two billion eight hundred fifty two million nine hundred sixty five thousand four hundred thirty eight (2,852,965,438) shares of common stock outstanding and two million (2,000,000) shares of preferred A stock outstanding.

As of December 31st, 2011 (fiscal year end) there were two billion two hundred seventy seven million nine hundred sixty five thousand four hundred thirty eight (2,277,965,438) shares of common stock outstanding and two million (2,000,000) shares of preferred A stock outstanding.

As of December 31st, 2010 (fiscal year end) there were two billion two hundred seventy seven million nine hundred sixty five thousand four hundred thirty eight (2,277,965,438) shares of common stock outstanding and two million (2,000,000) shares of preferred A stock outstanding.

(iv) Freely tradable shares (public float);

As of October 1st, 2012 (current date) two billion two hundred fifty million four hundred thirty three thousand eight hundred six (2,250,433,806) shares of the outstanding common stock of Eyecity.com were freely tradable representing the public float.

As of December 31st, 2011 (fiscal year end) one billion six hundred seventy five million four hundred thirty three thousand eight hundred six (1,675,433,806) shares of the outstanding common stock of Eyecity.com were freely tradable representing the public float.

As of December 31st, 2010 (fiscal year end) one billion six hundred seventy five million four hundred thirty three thousand eight hundred six (1,675,433,806) shares of the outstanding common stock of Eyecity.com were freely tradable representing the public float.

- (v) Total number of beneficial shareholders; and
As of October 1st, 2012 (current date) there were two hundred forty (240) beneficial shareholders.
As of December 31st, 2011 (fiscal year end) there were two hundred forty (240) beneficial shareholders.
As of December 31st, 2010 (fiscal year end) there were two hundred thirty nine (239) beneficial shareholders.
- (vi) Total number of shareholders of record.
As of October 1st, 2012 (current date) there were four hundred fifty nine (459) active shareholders of record.
As of December 31st, 2011 (fiscal year end) there were four hundred fifty (450) active shareholders of record.
As of December 31st, 2010 (fiscal year end) there were four hundred fifty three (453) active shareholders of record.

Item 7 The name and address of the transfer agent

Manhattan Transfer Registrar Company
57 Eastwood Road
Miller Place, NY 11764
(631) 928-7655
(631) 209-8143 Fax
www.mtrco.com

Manhattan transfer Registrar Company is currently registered with the Securities and Exchange Commission and a member of the Stock Transfer Association.

Part C Business Information

Item 8 The nature of the issuer's business.

A. Business Development.

1. The form of organization of the issuer;
EyeCity.com, Inc. is a Delaware Corporation
2. The year that the issuer (or any predecessor) was organized;
EyeCity.com, Inc., was originally incorporated under the laws of the State of Delaware on December 31st, 1998 under the name Ergovision inc.

3. The issuer's fiscal year end date;
December 31st
 4. The issuer (or any predecessor) has never been in bankruptcy, receivership or any similar proceeding;
 5. The Company has not made any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
 6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;
No
 7. Any change in control;
No
 8. Any increase of 10% or more of the same class of outstanding equity securities;
No
 9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;
 10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and
On June 10th, 2008 the Company filed Form 15 with the United States Securities and Exchange Commission giving notice of termination of registration under section 12(g) of the Securities Exchange Act of 1934.
 11. There are No current, past, pending or threatened legal proceedings or administrative actions by or against the Company that could have a material effect on the issuer's business, financial condition or operations and any current, past or pending trading suspensions by a securities Regulator.
- B. Business of Issuer. EyeCity is natural resource exploration Company that purchases rights to small scale mining concessions with the intent on developing and assessing the extent of mineralization in the concession areas.
1. The Issuer's primary and secondary SIC Codes:
Primary SIC Code: 1000
Secondary SIC Code: 1040
 2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations; The Company is currently conducting operations.

3. Whether the issuer is or has at any time been a “shell company”; The Company is not or has not at any time been a “Shell” Company as defined by Securities Act Rule 405.
4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operations, its ownership, and whether it is included in the financial statements attached to the disclosure statement; The issuer operates under EyeCity.com Inc. on a consolidated basis.
5. The effect of existing or probable governmental regulations on the business; None
6. An estimate of the amount spent during each of the last two fiscal years on research and development activities are borne directly by customers; Nil.
7. Costs and effects of compliance with environmental laws (federal, state and local); The company has not incurred any costs while remaining in compliance with federal, state or local environmental laws.
8. The number of total employees and number of full-time employees.

Item 9 The nature of the products or services offered.

A. Principal products and services, and their markets:

EyeCity is natural resource exploration Company that purchases rights to small scale mining concessions with the intent on developing and assessing the extent of mineralization in the concession areas. The licensed concessions are in the area of Ashanti Region and Western Region in Ghana West Africa. The concession area has not been mined at commercial levels, only by random, primitive and infrequent manual prospecting. The company has with limited capital and heavy equipment succeeded in proving that the gold reserves in the ground are real and the results from tests may be underestimated.

Our goal is to become small to mid tier gold producer. We will work to maximize our existing concession’s mining reserves and continue identifying and evaluating commercial potential through raising funds and putting new mines into operation. Once operational we will look to joint venture partners to maximize the productivity of the mine to ensure the best interests of the company and its shareholders are met.

B. Distribution methods of the products and services.

We are currently in the process of raising the necessary capital to procure and deliver additional equipment to the concession site. We have already established several buyers in Europe and Dubai, as well as, we have the ability to sell our gold to the Government of Ghana who regularly buy from small scale miners.

C. Status of any publicly announced new product or service.

We currently do not have any new publicly announced products or services that have not been presented to the investing public.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

We compete with other mining companies to attract and retain key human resources at all levels with the appropriate skills to operate our business. The current global mining activity is constantly increasing and key geologists, engineers, metallurgists and skilled labourers are depleting, we must constantly be on the lookout for key people to move our business forward.

E. Sources and availability of raw materials and the names of principal suppliers.

The area encompassing our concession site represents one of the most significant gold deposits in the world.

F. Dependence on one or a few major customers.

There is a growing interest between demand and supply caused by falling production and new demand from markets such as China, India and the Middle East. This has created high, stable gold prices and a significant business opportunity for new mining operations. We currently have sourced out customers waiting to purchase the gold produced from our mine at competitive prices to the London Metal Exchange.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.

We pay a license or development fee of \$15,000 per concession and pay on ongoing royalty fee of 15% of all alluvial gold production.

H. The need for any governmental approval of principal products or services and the status of any requested governmental approvals.

The Minerals Commission rules and regulations have restricted the licensing of small scale licenses onto Ghanaians. We have signed exclusive development contracts with the Ghanaian license holders in order to legally mine on our property.

Item 10 The nature and extent of the issuer’s facilities.

The Company's principal corporate office is located at 30 Skyline Drive, Suite 200, Lake Mary, Florida where it rents an office on a month to month basis. The monthly rent including all operating expenses is \$2000 per month and we believe that the space is adequate for it current operations and does not anticipate any expansion or leasehold improvements.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

CEO/Director

1. Bradley Wilson CEO/Director
2. 30 Skyline Drive, Suite 200
Lake Mary Florida 32746
3. For the past five years, Mr. Wilson has been working as an investment banker in both foreign and domestic markets. His expertise lies in raising investment capital for both private and public companies along with structuring real estate investments.
4. Mr. Wilson is currently the Chairman of the Board of National Asset Recovery Inc.
5. Mr. Wilson is compensated \$10,000 per month and his compensation is subject to bonuses based upon the terms of his contract.
6. Mr. Wilson currently owns 500,000,000 shares of restricted common stock and 2,000,000 shares of Preferred A stock.

Secretary

1. Richard Shykora Secretary
2. 8904-60th Avenue NW
Edmonton, Alberta, Canada
T6E 6A6
3. From September 2009 until present, Mr Shykora has been the Chief Executive officer of Frontier Energy Corp., from 2008 until 2011 he was employed by Diversity Group International as its VP of Communications., and from July of 2011 until his appointment as an officer and Director of Compass Biotechnologies Inc., was employed as a consultant to the company.

4. Currently sits on the Board of Frontier Energy Corp., National Asset Recovery Corp., and from 2008-2011 with Diversity Group International Inc.
5. Mr. Shykora is currently contributing his services on an as needed basis and only compensated for expenses incurred.
6. Mr. Shykora is currently not a beneficial owner of the company's securities of any class.

B. Legal/Disciplinary History.

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); NONE
2. The entry of an order, judgement, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; NONE
3. A finding or judgement by a court of competent jurisdiction (in civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgement has not been reversed, suspended, or vacated; NONE
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities; NONE

C. Disclosure of Family Relationships. No family relationship exists among and between the Company's directors, officers or owners of more than five percent (5%) of any class of the Company's equity securities.

D. Disclosure of Related Party Transaction. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer; None, not applicable
2. The related person's interest in the transaction; none, not applicable
3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness); None, not applicable
4. The approximate dollar value of the related person's interest in the transaction; None, not applicable

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction. None, not applicable

E. Conflict of Interest: Describe any Conflicts of Interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or person interests. No conflicts of interest exist.

Item 12 Financial information for the Issuer's most recent fiscal period.

Incorporated by reference and filed with OTCMarkets.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The annual financial statements for the years ending December 31, 2011 and December 31, 2010 may be reviewed on the OTCMarkets website, www.otcmarkets.com , and are hereby incorporated by reference.

Item 14 Beneficial Owners.

Mr. Wilson is currently the only Beneficial owner of stock in the issuer, he owns 500,000,000 shares of Restricted common stock and 2,000,000 shares of Preferred A stock. This gives Mr. Wilson an 87% ownership in the company.

Item 15 The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker
Does not apply to the Company
2. Promoters
Does not apply to the Company
3. Counsel
Naccarato & Associates
1100 Quail Street, Suite 100
Newport Beach, CA 92660
(949)851-9261
4. Accountant
Kelley & Associates
Certified Public Accounting Firm
30 Skyline Drive, Suite 200

Lake Mary, FL 32746
(407)982-4580

5. Public Relations Consultant(s)
Does not apply to this Company
6. Investor relations Consultant
Does not apply to this Company
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement – the information shall include the telephone number and email address of each advisor.
None

Item 16 Management’s Discussion and Analysis or Plan of Operation.

Forward Looking Statements

Some of the statements contained in this information statement that are not historical facts are “forward-looking statements” which can be identified by the use of terminology such as “estimates,” “projects,” “believes,” “expects,” “anticipates,” “intends,” or the negative or other variations, or by discussion of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this prospectus, reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors affecting our operations, market growth, services, products and licenses. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

- Our ability to attract and retain management, and to integrate and maintain technical information and management information systems;
- Our ability to raise capital when needed and on acceptable terms and conditions;
- The intensity of competition; and
- General economic conditions.

All written and oral forward-looking statements made in connection with this prospectus that are attributable to us or persons acting on behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

Results of Operations

Results of Operations for the Six Months Ended June 30, 2012

During the six months ended June 30, 2012, the Company had \$10,560 in revenues. During the six months ended June 30, 2012, net losses totaled \$4067.35. For the six months ended June 30, 2012 general and administrative expenses totaled \$14,747.35.

Results of Operations for the Year Ended December 31, 2011

During the fiscal year ended December 31, 2011, the Company had \$83,202.27 in revenues from continuing operations and accrued \$525,512.22 in expenses, the company realizes revenue from its marketing and production of media and has shifted its focus and expenses into its mining assets.

Liquidity and Capital Resources

As of June 30, 2012 the Company had total assets of \$158,543.70. At June 30, 2012 the Company had total liabilities of \$942,173.00. The Company had working capital at June 30, 2012 of \$19,543.70 and had stockholders equity of \$783,629.30.

We are engaged in the mining and processing of gold ores and the exploration and development of gold properties in Africa and in hedging activities connected with the gold production.

Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in the quarterly report. While it is not possible to identify all factors, we continue to face many risks and uncertainties including, but not limited to, the following:

- Environmental hazards;
- Metallurgical and other processing problems;
- Unusual or unexpected geological formations;
- Global economic and political conditions;
- Disruptions in credit and financial markets;
- Global productive capacity;
- Changes in product costing; and
- Competitive technology positions and operating interruptions (including, but not limited to, labor disputes, leaks, fires, flooding, landslides, power outages, explosions, unscheduled downtime, transportation interruptions, war and terrorist activities).

Mining operations are subject to a variety of existing laws and regulations relating to exploration, permitting procedures, safety precautions, property reclamation, employee health and safety, air and water quality standards, pollution and other environmental protection controls, all of which are subject to change and are becoming more stringent and costly to comply with. Should one or more of these risks materialize (or the consequences of such a development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those expected. We disclaim any intention or obligation to update publicly or revise such statements whether a result of new information, future events or otherwise.

During the next twelve months, the company plans to finance its growth through investment capital, including potential debt and equity private placements. There can be no assurance that without adequate financing we will be able to expand and grow our business and no assurance that there will be sufficient financing in the future. The failure to obtain future financing or to product levels of revenue to meet our financial needs could result in our inability to operate, grow and expand our business.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

On March, 3rd, 2010 the company signed a debt Settlement Agreement related to the extinguishing of outstanding debt. Under the terms of the agreement, the company issued 100,000,000 shares of common stock to extinguish \$20,000 of the \$100,000 in debt owed and due.

On July, 1st, 2010 the company signed a debt Settlement Agreement related to the extinguishing of outstanding debt. Under the terms of the agreement, the company issued 75,000,000 shares of common stock to extinguish \$15,000 of the \$50,000 in debt owed and due.

On July, 1st, 2010 the company signed a debt Settlement Agreement related to the extinguishing of outstanding debt. Under the terms of the agreement, the company issued 100,000,000 shares of common stock to extinguish \$20,000 of the \$52,000 in debt owed and due.

On September, 30th, 2010 the company signed a debt Settlement Agreement related to the extinguishing of outstanding debt. Under the terms of the agreement, the company issued 100,000,000 shares of common stock to extinguish \$20,000 of the \$19,000 in debt owed and due.

On October, 18th, 2010 the company signed a debt Settlement Agreement related to the extinguishing of outstanding debt. Under the terms of the agreement, the company issued 200,000,000 shares of common stock to extinguish \$40,000 of the \$20,000 in debt owed and due.

On June 21, 2012, the company elected to offer for sale 100,000,000 shares of its common stock as part of a private offering of \$15,000 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 73-207(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On July 10, 2012, the company elected to offer for sale 125,000,000 shares of its common stock as part of a private offering of \$12,500 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 73-207(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On July 30, 2012, the company elected to offer for sale 190,000,000 shares of its common stock as part of a private offering of \$15,000 being made without registration of the shares under the

Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 73-207(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On August 17, 2012, the company elected to offer for sale 110,000,000 shares of its common stock as part of a private offering of \$15,000 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 73-207(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On August 29, 2012, the company elected to offer for sale 100,000,000 shares of its common stock as part of a private offering of \$15,000 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 73-207(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

Part F Exhibits

Item 18 Material Contracts.

None

Item 19 Articles of Incorporation and Bylaws.

Attached Herein

Item 20 Purchase of Equity Securities by the Issuer and Affiliated Purchasers

There have been no purchases made by or on behalf of the Company or any "Affiliated Purchaser" of shares or other units of any class of the Company's equity securities. For purposes of this Item 20, "Affiliated Purchaser" means a) a person acting, directly or indirectly, in concert with a company for the purpose of acquiring the company's securities; or b) an affiliated who, directly or indirectly, controls the company's purchases of such securities whose purposes are controlled by the company or whose purchases are under common control with those of the company; however, it does not include a broker, dealer or other person solely by reason of such broker, dealer or other person effecting purchases on behalf of the company or for its own account and does not include an officer or director of the company solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the company.

None

Item 21 Issuer's Certifications.

I, Bradley Wilson, certify that:

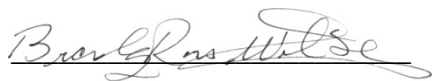
1. I have reviewed this Initial Company Disclosure and Information Statement of EyeCity.com, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: ____October 31st, 2012____

Signature:

A handwritten signature in cursive script, appearing to read "Bradley Wilson", written in dark ink.

Bradley Wilson

Chairman of the Board/CEO

I, Richard Shykora, certify that:

1. I have reviewed this Initial Company Disclosure and Information Statement of EyeCity.com Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: ____October 31st, 2012____

Signature:



Richard Shykora

Secretary

EYECITY.COM, INC.

(A Multi-Media Company)

December 31, 2010

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Kelley & Associates, LLC

Certified Public Accounting Firm

*30 Skyline Drive, Suite 200 * Lake Mary, FL 32746
Office: (407) 982-4580 * Fax: 866 945-9621*

The Board of Directors
Eyecity.com , Inc.

Independent Accountants' Compilation Report

We have compiled the accompanying Statement of Assets, Liabilities and Stockholders' Equity of Eyecity.com, Inc. as of December 31, 2010 and the related Statements of Revenues and Expenses, and Retained Earnings for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements or other financial presentation information that is the representation of management. We have not audited or reviewed the accompanying financial statements and supplementary information and, accordingly, do not express an opinion or any other form of assurance on them.

Management has also elected to omit substantially all of the disclosures ordinarily included in financial statements. If the omitted disclosures were included in the financial statements, they might influence the user's conclusion about the Company's assets, liabilities, revenues and expenses. Accordingly, these financial statements are not designed for those who are not informed about such matters.

February 12, 2011



Kelley & Associates, LLC

Eyecity.com Inc.

(A Multi-Media Company)

Balance Sheet

As of December 31, 2010

ASSETS

Current:

Cash & Cash Equivalents	\$	12,267
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Total Cash		<hr/> 12,267
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Non-Current:

Capitalized Film Production Costs		139,000
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TOTAL ASSETS	\$	<hr/> 151,267
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LIABILITIES

Accrued Liabilities:

Management Services	\$	586,000
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Due to Directors/Shareholder		443,925
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Promissory Note Payable		139,000
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Total Accrued Liabilities	\$	1,168,925
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STOCKHOLDERS' EQUITY

Capital Stock Authorized

5,000,000,000

Preferred Shares 5,000,000

Issued & Outstanding:

2,277,965,438	\$	345,250
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Beginning Year Retained Earnings		(894,307)
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Current year Income		(468,601)
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Total Stockholders' Equity		<hr/> (1,017,658)
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TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$	<hr/> 151,267
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Eyecity.com Inc.
(A Multi-Media Company)
Statement of Operations
For Year Ended December 31, 2010

Income:	\$	39,965
Gross Revenue		
Total Income		39,965
 Operating Expenses		
Management Services	\$	240,000
Directors/shareholder		140,000
Professional Fees		23,930
Advertising		527
Bank Service Charges		372
Meals & Entertainment		5,764
Office Expense		10,214
Professional Fees		15,727
Travel		9,815
Vehicle Expense		8,217
Website/ Internet/ IT		54,000
 Total Operating Expenses	\$	508,566
 Net Loss for the Period	\$	(468,601)
 Retained Earnings – Beg	\$	(894,307)
 Retained Earnings – Current	\$	(1,362,908)
 Basic & Fully diluted Net Loss per Common Share		0
 Weighted Average Common Shares Outstanding		2,277,965,438

Eyecity.com Inc.

(A Multi-Media Company)

Statement of Shareholder's Equity

For Year Ended December 31, 2010

	Issued Convertible Notes Payable (\$)	Conversion of Convertible Notes (Common Stock)	Conversion of Convertible Notes (\$)	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Shareholder's Equity
Balance, December 31, 2009	\$ 848,925			\$146,250		(\$894,307)	(\$748,057)
Share-based compensation	\$ 380,000						
Conversion of convertible securities into common stock (\$)			(\$199,000)	\$199,000			
Common Stock		995,000,000					
Current year income (loss)						(\$468,601)	
Balance, December 31, 2010	\$ 1,029,925			\$345,250		(\$1,362,908)	(\$1,017,658)
Balance, December 31, 2010 (in Shares)				2,277,965,438			

Eyecity.com Inc.
(A Multi-Media Company)
Statement of Cash Flows
For Year Ended December 31, 2010

	Accumulated From Jul 1, 2008 Ended Dec 31, 2009 \$	Twelve Months Ended Dec 31, 2010 \$	Accumulated From Jan 1, 2008 Ended Dec 31, 2010 \$
Cash Flows From Operating Activities			
Net loss	(894,307)	(468,601)	(1,362,908)
Use of Cash:			
Investment in Intangible Asset	(139,000)	-	(139,000)
Add: Non- Cash Expenses			
Management Services	545,000	240,000	785,000
Directors/ Shareholders	303,925	140,000	443,925
Promissory Note Payable	139,000	-	139,000
Net Cash Used in Operating Activities	(45,382)	(88,601)	(133,983)
Cash Flows From Financing Activities			
Issuance of common stock	146,250	-	146,250
Net Cash Provided By Financing Activities	146,250	-	146,250
Change in Cash	100,868	(88,601)	12,267
Cash– Beginning	0	100,868	0
Cash– Ending	100,868	12,267	12,267

EYECITY.COM, INC.
(A Multi-Media Company)
NOTES TO THE FINANCIAL STATEMENTS
December 31 2010

Note 1. Interim Reporting:

While the information presented in the accompanying twelve months financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position results of operations and cash flows for the interim period presented in accordance with accounting principles generally accepted in the United States of America.

Operating results for the twelve months ended December 31 2010 are not necessarily indicative of results that can be expected for the forthcoming year ending December 31 2011.

Note 2. Nature and Continuance of Operations:

The Company was incorporated in the State of Delaware on April 10 1977 and is in the Business of Marketing Companies.

The Company has adopted December 31 as its fiscal year end.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. At December 31 2010 the Company had not yet achieved profitable operations, has accumulated losses of \$ 1,362,908 since its inception. The Company expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management anticipates that additional funding will be in the form of equity financing from the sale of common stock. Management may also seek to obtain short-term loans from the directors of the Company. There are no current arrangements in place for equity funding or short -term loans.

Convertible Debt Notes

All convertible debt notes are required to be vested for one full year before eligible for conversion into common shares. On December 31, 2010, the company amended all convertible debt notes for the periods of 2008, 2009 and 2010 to have a conversion rate of \$0.0001. The debt notes have only been partially converted as of December 31, 2010.

On December 20, 2008, the Company entered into a \$60,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$50,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$52,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$100,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$39,000 Convertible debt Note

for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$32,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$52,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$141,925 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$22,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2009, the Company entered into a \$35,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum.

the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$55,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$40,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$30,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$100,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert

any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$40,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2010, the Company entered into a \$25,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2010, the Company entered into a \$55,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2010, the Company entered into a \$50,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2010, the Company entered into a \$60,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to

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any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2010, the Company entered into a \$50,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. the Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

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Note 3. Summary of Significant Accounting Policies.

Development Stage Company

EyeCity.com , Inc. Is a Direct Consumer Sales Company offering proprietary products to the consumer through multiple channels of media distribution.

EyeCity.com, Inc. also will be producing training videos, multi-level marketing and seminar based productions and product promotions for infomercial television broadcasts and Internet.

Our Team understands market capitalization. As we continue to grow in the media business, we will continually push the envelope with leading edge technology reaching more consumers each year after the next. Eyecity.com, Inc. is geared for launch of its newest acquisition.

Financial Instruments

The carrying values of cash and cash equivalents, accounts payable and accrued liabilities and due to/from related parties approximate fair value because of the short-term nature of these instruments. Management is of the opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net loss per share in accordance with SFAS No. 128 "Earnings Per Share" SFAS 128 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted EPS gives effect to all dilutive potential common shares outstanding during the year including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the year is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

Cash and Currency Risks

The Company incurs expenditures in Canadian and U.S. Dollars. Consequently some assets and liabilities are exposed to Canadian dollar foreign currency fluctuations. As at December 31 2010 there were no amounts denominated in Canadian dollars included in the financial statements. Balances in U.S. Dollars at Canadian institutions are not protected by insurance and are therefore subject to deposit risk. As at December 31 2010 all cash and equivalents represented cash at US financial institutions.

EYECITY.COM, INC.

(A Multi-Media Company)

December 31, 2011

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Kelley & Associates, LLC
Certified Public Accounting Firm
30 Skyline Drive, Suite 200 * Lake Mary, FL 32746
Office: (407) 982-4580 * Fax: 866 945-9621

The Board of Directors
Eyecity.com , Inc.

Independent Accountants' Compilation Report

We have compiled the accompanying Statement of Assets, Liabilities and Stockholders' Equity of Eyecity.com, Inc. as of December 31, 2011 and the related Statements of Revenues and Expenses, and Retained Earnings for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements or other financial presentation information that is the representation of management. We have not audited or reviewed the accompanying financial statements and supplementary information and, accordingly, do not express an opinion or any other form of assurance on them.

Management has also elected to omit substantially all of the disclosures ordinarily included in financial statements. If the omitted disclosures were included in the financial statements, they might influence the user's conclusion about the Company's assets, liabilities, revenues and expenses. Accordingly, these financial statements are not designed for those who are not informed about such matters.

February 4, 2012

Kelley & Associates, LLC

Kelley & Associates, LLC

Eyecity.com Inc.
(A Multi-Media Company)
Balance Sheet
As of December 31, 2011

ASSETS

Current:

Cash & Cash Equivalents	\$	3,356
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Total Cash		3,356
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Non-Current:

Capitalized Film Production Costs		139,000
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Total Assets	\$	142,356
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LIABILITIES

Accrued Liabilities:

Management Services	\$	826,000
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Due to Directors/Shareholder		583,925
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Promissory Note Payable		139,000
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Note Payable		15,200
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Other Payables		5,735
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Total Accrued Liabilities	\$	1,569,860
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STOCKHOLDERS' EQUITY

Capital Stock Authorized		
		5,000,000,000

Preferred Shares 5,000,000		
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Issued & Outstanding:		
		2,277,965,438

	\$	345,250
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Beginning Year Retained Earnings		(1,362,908)
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Current year Income		(409,846)
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Total Stockholders' Equity		(1,427,504)
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TOTAL LIABILITES & STOCKHOLDERS' EQUITY	\$	142,356
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Eyecity.com Inc.
(A Multi-Media Company)
Statement of Operations
For Year Ended December 31, 2011

Income:	\$	66,127
Gross Revenue		
Total Income	\$	66,127

Operating Expenses

Management Services	\$	240,000.00
Directors/shareholder		140,000.00
Professional Fees		39,000.00
Advertising / Marketing		2,087
Bank Service Charges		202
Moving		22
Office Expense		1,064
Parking/Tolls		593
Postage and Delivery		164
Professional Fees		16,200
Rent		6,000
Repairs/Maintenance		6,978
Supplies		1,490
Telephone		1,199
Travel		16,094
Uniforms		1,421
Vehicle Expenses		3,460

Total Operating Expenses	\$	475,973
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Net Loss for the Period	\$	(409,846)
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Retained Earnings – Beg	\$	(1,362,908)
Retained Earnings - Current	\$	(1,772,754)

Basic & Fully diluted Net Loss per Common Share		0
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Weighted Average Common Shares Outstanding		2,277,965,438
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Eyecity.com Inc.
(A Multi-Media Company)
Statement of Shareholder's Equity
For Year Ended December 31, 2011

	Issued Convertible Notes Payable (\$)	Conversion of Convertible Notes (Common Stock)	Conversion of Convertible Notes (\$)	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Shareholder's Equity
Balance, December 31, 2009	\$ 848,925			\$ 146,250		(\$894,307)	(\$748,057)
Balance, December 31, 2010	\$1,029,925	995,000,000	\$ 199,000	\$ 345,250		(\$1,362,908)	(\$1,017,658)
Share-based compensation	\$ 380,000						
Conversion of convertible securities into common stock							
Current year income (loss)						(\$409,846)	
Balance, December 31, 2011	\$1,409,925			\$345,250		(\$1,772,754)	(\$1,427,504)
Balance, December 31, 2011 (in Shares)				2,277,965,438			

Eyecity.com Inc.
(A Multi-Media Company)
Statement of Cash Flows
For Year Ended December 31, 2011

	Accumulated From Jul 1, 2008 Ended Dec 31, 2010 \$	Twelve Months Ended Dec 31, 2011 \$	Accumulated From Jan 1, 2008 Ended Dec 31, 2011 \$
Cash Flows From Operating Activities			
Net loss	(1,362,908)	(409,846)	(1,772,754)
Use of Cash:			
Investment in Intangible Asset	(139,000)	-	(139,000)
Add: Non- Cash Expenses			
Management Services	785,000	240,000	1,025,000
Directors/ Shareholders	443,925	140,000	583,925
Promissory Note Payable	139,000	-	139,000
Note Payable	-	15,200	15,200
Other Payables	-	5,735	5,735
Net Cash Used in Operating Activities	(133,983)	(8,911)	(142,894)
Cash Flows From Financing Activities			
Issuance of common stock	146,250	-	146,250
Net Cash Provided By Financing Activities	146,250	-	146,250
Change in Cash	12,267	(8,911)	3,356
Cash– Beginning	0	12,267	0
Cash– Ending	12,267	3,356	3,356

EYECITY.COM, INC.

(A Multi-Media Company)

NOTES TO THE FINANCIAL STATEMENTS

December 31 2011

Note 1. Interim Reporting:

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These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. At December 31 2011 the Company had not yet achieved profitable operations, has accumulated losses of \$ 1,772,754 since its inception. The Company expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management anticipates that additional funding will be in the form of equity financing from the sale of common stock. Management may also seek to obtain short-term loans from the directors of the Company. There are no current arrangements in place for equity funding or short-term loans.

Convertible Debt Notes

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conversion into common shares. On December 31, 2010, the company amended all convertible debt notes for the periods of 2008, 2009 and 2010 to have a conversion rate of \$0.0001. On December 31, 2011, the company amended all convertible debt notes for the period of 2011 To have a conversion rate of \$0.0001. The debt notes have only been partially converted as of December 31, 2011.

On December 20, 2008, the Company entered into a \$60,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$50,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$52,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$100,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$39,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion

price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$32,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company

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On December 20, 2008, the Company entered into a \$141,925 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2008, the Company entered into a \$22,000 Convertible debt Note for Independent Contractor Services. The Holders shall have the right to convert all or any part of the compensation due hereunder into shares of voting common stock to the extent of all or any portion of the total amount due hereunder. The conversion price shall be \$.0002 per share. The Holders may exercise this conversion at any time; however, no conversion shall result in the issuance of common stock such that the total number of shares of common stock in the hands of the Holders exceeds 9.99% of the then current number of outstanding shares of common stock of the company.

On December 20, 2009, the Company entered into a \$35,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. The Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be

entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

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On December 20, 2009, the Company entered into a \$40,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. The Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$30,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. The Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002

On December 20, 2009, the Company entered into a \$100,000 Convertible debt note ("The Note") for Independent Contractor Services. The Note bears interest at the rate of 3% per annum. The Company and Holder intended at the time of the Convertible Notes to limit the Holder upon shares of common stock of the Company any conversion to holding in excess 9.99% of the total issued and outstanding. At any time or times on or after the Issuance Date, the Holder, or its assignees, shall be entitled to convert any or all or a portion of the outstanding and unpaid principal amount plus the accrued and unpaid interest hereon, into fully paid and non-assessable shares of Company's Common Stock based on a conversion price of \$0.0002.

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Note 3. Summary of Significant Accounting Policies.

Development Stage Company

EyeCity.com , Inc. Is a Direct Consumer Sales Company offering proprietary products to the consumer through multiple channels of media distribution. EyeCity.com, Inc. also will be producing training videos, multi-level marketing and seminar based productions and product promotions for infomercial television broadcasts and Internet.

Our Team understands market capitalization. As we continue to grow in the media business, we will continually push the envelope with leading edge technology reaching more consumers each year after the next. Eyecity.com,Inc. Is geared for launch of its newest acquisition.

Financial Instruments

The carrying values of cash and cash equivalents, accounts payable and accrued liabilities and due to/from related parties approximate fair value because of the short-term nature of these instruments. Management is of the opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net loss per share in accordance with SFAS No. 128 "Earnings Per Share" SFAS 128 requires presentation of both basic and diluted earnings per share ("EPS")on the face of the income statement. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted EPS gives effect to all dilutive potential common shares outstanding

during the year including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the year is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

Cash and Currency Risks

The Company incurs expenditures in Canadian and U.S. Dollars. Consequently some assets and liabilities are exposed to Canadian dollar foreign currency fluctuations. As at December 31 2011 there were no amounts denominated in Canadian dollars included in the financial statements. Balances in U.S. Dollars at Canadian institutions are not protected by insurance and are therefore subject to deposit risk. As at December 31 2011 all cash and equivalents represented cash at US financial institutions.

**STATE OF DELAWARE CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
EYECITY.COM, INC.**

The undersigned, being all the members of the Board of Directors of EYECITY.COM, Inc., a Delaware corporation (the "Corporation"), in accordance with the Delaware Revised Statutes, hereby adopt the following amendment to the Articles of Incorporation with the same force and effect as if presented to and adopted at a meeting of the Board, duly called and held:

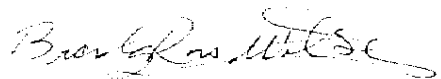
The Following amendment to the Articles of Incorporation was authorized on August 20, 2012 as prescribed by the Business Corporate Law of the State of Delaware by vote of Majority of the Shareholders:

FIRST: Article SIX is hereby amended as follows

Capital Stock: The total number of common shares that the corporation may authorize to issue is 10,000,000,000 shares of common stock having par value of \$.0001; 5,000,000 Preferred B shares having 1000-1 voting rights and No Par value; 2,000,000 Preferred A shares with no Par Value, having 25-1 voting rights and Conversion Rights into common stock of 50-1. The Board of Directors shall have the right to issue the Preferred Stock in different Classes and Different Rights as determined by the Board.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.


By: _____
Bradley Wilson, CEO/Director

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EYECITY.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JUNE, A.D. 2008.

2695440 8300

080669969

You may verify this certificate online
at corp.delaware.gov/authver.shtml

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6642587

DATE: 06-06-08

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RENEWAL OF "EYECITY.COM, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2008, AT 11:17 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2695440 8100

080669969

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6642586

DATE: 06-06-08

06/06/2008 11:18 FAX 301 200 2081

SHILLMAN RUGERS PA

004/004

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:17 AM 06/06/2008
FILED 11:17 AM 06/06/2008
SRV 080669969 - 2695440 FILE

STATE OF DELAWARE
CERTIFICATE FOR RENEWAL and REVIVAL OF CHARTER

EYECITY.COM, INC.

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is Eyecity.com, Inc.
2. Its registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, 19801, County of New Castle. The name of its registered agent is The Corporation Trust Company.
3. The date of filing of the original Certificate of Incorporation in Delaware was April 11, 1997.
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2002, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 4th day of June A.D. 2008.

By: 

Mark H. Levin, President

Echelon Brands, LTD.

5760 Legacy Dr., Suite B-3-315 • Plano, TX 75024 • 214.704.9364

8 December 2008

MAJORITY STOCKHOLDERS WRITTEN CONSENT

WHEREAS, the Corporation, Echelon Brands, LTD., pursuant to Section 8-141(f) of the Delaware General Corporation Law and the Bylaws of this Corporation, does hereby consent to the adoption of the following resolutions, it is deemed desirable and in the best interests of this Corporation that the following actions be taken by the stockholders of this Corporation pursuant to this Written Consent.

NOW, THEREFORE, BE IT RESOLVED that the undersigned stockholders of this Corporation hereby consent to approve and adopt the following:

RESOLVED, that the Bylaws, which were adopted and approved by the incorporator of this Corporation and attached as an Exhibit to the Action of Incorporation, on file with the State of Delaware, are hereby ratified, approved and adopted as the Bylaws of this corporation, and

RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, the Shareholders require that James Brola remain on the Board of Directors through the transition period. Mr. James Brola may resign his position at any time without notice to the shareholders by written consent to the corporation.

RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, the Shareholders hereby invite to the Board of Directors of the Corporation Mr. Bradley R. Wilson.

RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, the Board hereby accepts the resignation of James Brola and the Board hereby accepts the return to treasury of all common stock issued to Jason and James Brola.

RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, the Shareholders hereby certify that Mr. Bradley R. Wilson will become the CEO of the Corporation.

RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, the

Echelon Brands, LTD.

5760 Legacy Dr., Suite B-3-315 • Plano, TX 75024 • 214.704.9364

Shareholders hereby certify that Manhattan Transfer Registrar is, and will continue to be, the transfer agent of record for both the Series A Convertible Preferred Stock and the Common Stock of the Corporation, and that any outstanding amounts due to Manhattan Transfer Registrar shall be satisfied.

RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, the Shareholders hereby acknowledge that James Brola will surrender to Mr. Bradley R. Wilson 100% of all existing Series A Convertible Preferred Stock that are issued and outstanding, resulting in a change of control of the Company. Further, any resigning management shall return to treasury any of their currently held common stock positions.

FURTHER RESOLVED, that pursuant to the authority granted to and vested to the Shareholders of the Corporation within the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation,") and in accordance with the Bylaws of the Corporation, that any actions taken by James Brola while James Brola held the position as CEO of Echelon Brands, LTD., are the sole responsibility of James Brola and the new CEO, employees, and Board of Directors, assume absolutely no responsibility to any actions taken before this Majority Shareholders Consent has been executed by James Brola, resigning CEO.

DATED, this 8th day of December, 2008



James Brola
Resigning CEO

**CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION of
ECHELON BRANDS, LTD.**

Pursuant to § 242 of the General Corporation Law of the State of Delaware

The undersigned, pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify and set forth as follows:

FIRST: That at a meeting of the Board of Directors of **ECHELON BRANDS, LTD.** (the "Corporation"), the following resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interests of the Company that Article FIRST and FOURTH of the Certificate of Incorporation are amended to read as follows:

"FIRST: The name of the Corporation shall be Eyecity.com, Inc.

FOURTH: The total number of shares authorized by the Corporation to issue shall be 5,005,000,000, consisting a total of 5,000,000,000 shares of common stock, par value \$0.001 per share, and 5,000,000 shares of preferred stock, par value of \$0.001 per share."

SECOND: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Bradley Wilson, this 12th Day of March 2009.

Bradley Wilson,
Authorized Officer

EyeCity.com, Inc. Revokes Letter of Intent with Sports Radio Broadcast, Inc.

Company officials have announced that the Letter of Intent with Sports Radio Broadcast has been revoked. This decision was made during a Due-diligence process in which Sports Radio Broadcast failed to produce documents requested by Eyecity.com, Inc. In order for Eyecity.com to move forward with any type of merger or acquisition company officials requested the Business Plan, Contracts with any of the sporting agencies such as the NFL, NBA, MLB, NCAA, and the NHL, Current Financials and other supporting documents.

Mr. Bradley Wilson, CEO of ICTY stated "First of all, I want to make it perfectly clear that this is NOT a retraction to any previously released statements. Sports Radio Broadcast, Inc. miss-led our team from the very beginning. After a number of days into the process, it became very evident that documents were not forthcoming. As CEO of this company I will not jeopardize the integrity of our company by jumping into a relationship that could eventually be the demise of our existence. We will continue to press forward as a company and we look forward to a promising new year.

PAGE 1

**State of Delaware**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

090275464

9305114

03-20-2009

MICHAEL S KROME, ESQ. LAW OFFICE
8 TEAK COURT
LAKE GROVE

NY 11755

ATTN: MICHAEL S. KROME

X

DESCRIPTION	AMOUNT
EYECITY.COM, INC.	
2695440 02405 Amendment; Stock	
Stock Amendment Fee	500.30
Receiving/Indexing	50.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	18.00
Expedite Fee, 24 Hour	50.00
FILING TOTAL	649.30
TOTAL PAYMENTS	649.30
SERVICE REQUEST BALANCE	.00

07/02/2008 15:27 FAX

0001

**ACTION BY WRITTEN CONSENT OF STOCKHOLDERS
OF
EYECITY.COM, INC.**

WHEREAS, pursuant to the Delaware General Corporation Law and the Bylaws of this corporation, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the stockholders of this corporation pursuant to this Written Consent.

NOW, THEREFORE, BE IT RESOLVED that the undersigned stockholders, representing a quorum and majority of the voting stockholders of this corporation, hereby consent to approve and adopt the following:

RESOLVED, that the Bylaws, which were adopted and approved by the incorporator of this corporation and attached as an Exhibit to the Action of Incorporation are hereby ratified, approved and adopted as the Bylaws of this corporation.

RESOLVED, that the capital structure of this corporation be amended without change to the Articles of Incorporation so that, as amended, the capital structure of the corporation shall reflect the following:

"The Stockholders of the corporation consent and agree to a reverse split of 1:1000 (One new share for every one thousand old shares). The authorized shares for the corporation shall remain the same."

RESOLVED FURTHER, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.

This written consent shall be filed in the Minute Book of this corporation and become a part of the records of this corporation.

Date: 6-25-08


(Signature)

ANTHONY BAKER
[Typed or Printed Name of Shareholder]

Pre.F.
(Class of Shares)

1,000,000,000 / Common
(Number of Shares)

07/08/2008 08:59 FAX

**EYECITY.COM INC.
5718 Penrose Ave., Ste. C
Dallas, TX 75206-5500**

2 July 2008

The NASDAQ Stock Market
80 Merritt Blvd.
Trumbull CT 06611
ATTN: Ms. Jennifer Fainer

Re: Eyccity.com, Inc. Reverse Split

Dear Ms. Fainer:

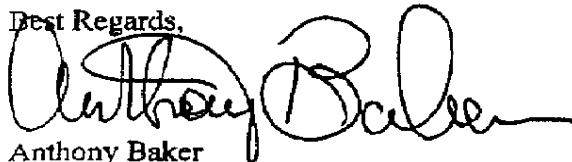
Thank you for your communication dated 2 July 2008.

Per your request, this letter shall explain the details requested in your above referenced correspondence:

1. **Reverse Split:** The Reverse Split of 1:1000 (one new share for every one thousand old shares) was authorized by the Shareholders of the Company by written consent of the majority of the Shareholders on 15 June 2008. The Board issued a corporate resolution regarding this stock split dated 15 June 2008, with an effective date of 1 July 2008, reflecting this majority shareholder consent. A copy of this document is attached. Please note that in the Code of the State of Delaware there is no requirement for any filing regarding the reverse stock split.
2. **Executed Shareholder Vote Resolution:** Please see attached.
3. **Details of the Transaction:** Eyecity.com, Inc. had not reported to the Securities & Exchange Commission ("SEC") for several years. I purchased control of the company from Mark Levin in early June 2008. The company had revenues during this non-reporting period of approximately \$50,000 to \$100,000 per annum through an operating entity that is part of the company. Further, the company still retains its ownership of several valid US patents and trademarks.
4. **Transfer Agent Confirmation:** Please accept this as my confirmation that there has been no interruption in the maintenance of the transfer books and records of the company.

Please contact me at (214) 986-4321 if I can be of any further service.

Best Regards,



Anthony Baker

EyeCity.com, Inc.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF EYECITY.COM, INC

WHEREAS, the undersigned being all of the directors of Eyecity.com, Inc., pursuant to Section 8-141(f) of the Delaware General Corporation Law and the Bylaws of this Corporation, does hereby consent to the adoption of the following resolutions, it is deemed desirable and in the best interests of this Corporation that the following actions be taken by the stockholders of this Corporation pursuant to this Written Consent.

Conversion of debt into Common Stock of the Corporation

WHEREAS, the Coporation is indebted to Terrance Samuels in the amount of \$50,000.00 USD, which has been due and owing since August, 15th, 2008

WHEREAS, the Corporation agrees to issue shares of common stock in exchange for said debt at a conversion rate of \$0.0003 per share for a total of 166,666,666 shares issued to Terrance Samuels (issued at a 50% discount to the prevailing markest as of September 2, 2009).

WHEREAS, the Corporation has approved the issuance of a total of 166,666,666shares to Terrance Samuels. The shares will be free trading and will be subject to rule 144 as approved by legal council (Opinion Letter to follow)

At this time the company will issue 100,000,000 shares to be credited to the debt conversion total

Terrane Samuels
32 Pinewood Drive
Thornhill, Ontario, L4JO3 Canada

DATED, this 8th day of December, 2008

Bradley R. Wilson, CEO

William A. Glynn, Director

WRITTEN CONSENT by MAJORITY SHAREHOLDER

In witness whereof the undersigned director holding a quorum

Bradley R. Wilson _____
CEO

BY-LAWS
OF
ERGOVISION, INC.

(A Delaware corporation)
(As amended through December 31, 1998)

ARTICLE I
STOCKHOLDERS

1. RECORD DATE FOR STOCKHOLDERS. For the purpose of determining the stockholders entitled to (i) notice of or to vote at any meeting of stockholders or any adjournment thereof, the directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting; (ii) consent to corporate action in writing without a meeting, the directors may fix a record date, which shall not be more than ten days after such resolution is adopted by the Board; or (iii) receive payment of any dividend or other distribution or allotment of any dividend or other distribution or allotment of any rights, exercise any rights in respect of any change, conversion or exchange of stock, or, for the purpose of any other lawful action, the directors may fix a record date which shall not be more than sixty days prior to such action. In no event shall the record date for any of the above purposes precede the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the first date on which a signed written consent is delivered to the Corporation in the manner provided by the Delaware General Corporation Law (the "General Corporation Law") and if prior action is required, such record date shall be at the close of business on the date on which the Board of Directors adopts a resolution taking such prior action; and the record date for determining stockholders for any other purpose, including the purposes described in clause (iii) above, shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

2. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to (i) an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the Corporation has only one class of shares of stock outstanding and (ii) any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the Certificate of Incorporation or a resolution of the Board of Directors theretofore certified and effective pursuant to Section 151 of the General Corporation Law confers such rights when the

Corporation has two or more classes or series of shares of stock outstanding or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the Certificate of Incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder.

3. STOCKHOLDER MEETINGS.

(a) Time. The annual meeting for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held on the date and at the time fixed, from time to time, by the directors. A special meeting for the transaction of such business as may properly come before the meeting shall be held on the date and at the time fixed by the directors.

(b) Place. Annual meetings and special meetings shall be held at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the principal executive office of the Corporation.

(c) Call. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

(d) Notice or Waiver of Notice. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting and stating the place within the city or other municipality or community at which the list of stockholders of the Corporation may be examined. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall, (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is to be called. The notice of any meeting shall also include, or be accompanied by, any additional statements, information or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, the written notice of any meeting shall be given, personally or by mail, not less than ten days nor more than sixty days before the date of the meeting, unless the prescribed period for notice shall have been waived. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail directed to the stockholder at his record address or at such other address which he may have furnished in writing to the Secretary of the Corporation. If a meeting is adjourned to another time, not more than thirty days from the date of such adjournment, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice need not be given to any stockholder who submits a written waiver of notice signed by him whether before or after the time stated therein. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be

transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

(e) Stockholder List. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city or other municipality or community where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

(f) Conduct of Meeting. Meetings of the stockholders shall be presided over by one of the following officers in the following order of seniority, if present and acting: the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, any Vice-President or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary of the Corporation, or, in his absence, an Assistant Secretary, if any, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the person presiding at the meeting shall appoint a secretary of the meeting.

(g) Proxy Representation. Every stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent to corporate action in writing without a meeting. Every proxy must be signed by the stockholder or by his attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

(h) Inspectors. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock

represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them.

(i) Quorum. Except as otherwise provided by law or the Corporation's Certificate of Incorporation, the holders of a majority of the outstanding shares of stock entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum.

(j) Voting. Unless the Corporation's Certificate of Incorporation provides otherwise, each share of stock shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes present in person or by proxy and entitled to vote on the election of directors shall elect. Any other action shall be authorized by the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter, except where the General Corporation Law, the Certificate of Incorporation or these By-Laws prescribe a different percentage of votes or a different exercise of voting power. In the election of directors, and for any other action, voting may, if so determined by the officer presiding over the meeting, but need not, be by written ballot.

4. STOCKHOLDER ACTION WITHOUT MEETINGS. Any action required by the General Corporation Law to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its register office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's register office shall be by hand or by certified or registered mail, return receipt requested. Every written consent shall bear the date of signature of each stockholder who signs the consent and no consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest date a consent is delivered to the Corporation in the manner prescribed by the General Corporation Law, written consents signed by a sufficient number of stockholders to take action are delivered to the Corporation in the manner specified above. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE II

DIRECTORS

1. FUNCTIONS AND DEFINITION. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation. The Board of Directors shall have the authority to fix the compensation of the members thereof. The use of the phrase "whole board" herein refers to the total number of directors which the Corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. A director need not be a stockholder, or a citizen or resident of the United States or the State of Delaware. The Board of Directors shall consist of not less than one nor more than nine persons, the exact number within such parameters to be fixed from time to time by resolution of the Board of Directors.

3. ELECTION AND TERM. The first Board of Directors shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of stockholders and thereafter until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. In the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancies in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of a majority of the directors then in office although less than a quorum, or by the sole remaining director.

4. BOARD OF DIRECTORS MEETINGS.

(a) Time. Meetings shall be held at such time as the Board shall fix.

(b) Place. Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

(c) Call. No call shall be required for regular meetings for which the time and place have been fixed special meetings may be called by or at the direction of the Chairman of the Board, if any, the Vice-Chairman, if any, or the President, or any two directors in office.

(d) Notice or Waiver of Notice. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings not less than 48 hours in advance of the time set for such meeting. Notice need not be given to any director or to any member of a committee of directors who submits a written waiver of notice signed by him before or after the time for the meeting stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not

lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

(e) Chairman of The Meeting. The Chairman of the Board, if any and if present and acting, shall preside at all meetings otherwise, the Vice-Chairman of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

(f) Quorum. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevent such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third of the whole Board, except that if the Board of Directors shall be fixed at one, one director shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place.

(g) Action. Except as otherwise provided herein, in the Corporation's Certificate of Incorporation or by the General Corporation Law, the act of the Board shall be the act by vote of a majority of the directors present at a meeting at which a quorum is present. The quorum and voting provisions herein stated shall not be construed as conflicting with any provision of the General Corporation Law or any other provision of these By-Laws governing a meeting of the Board held or action taken (i) to fill vacancies and newly created directorships in the Board or (ii) to consider a matter with regard to which one of the members of the Board is an interested director (as defined by the General Corporation Law).

5. REMOVAL OF DIRECTORS. Except as may otherwise be provided by the General Corporation Law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares of capital stock of the Corporation then entitled to vote at an election of directors.

6. COMMITTEES. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. In so doing, the Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except any authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the Corporation to be affixed to all papers which may require it. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

7. MEETINGS BY TELEPHONE. Any member or members of the Board of Directors or of any committee designated by the Board may participate in a meeting of the Board or any such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and

participation by conference telephone shall constitute presence in person at the meeting.

8. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

OFFICERS

1. ELECTION OF OFFICERS. All officers of the Corporation shall be chosen by the Board of Directors. The officers of the Corporation shall consist of the President, the Treasurer and the Secretary and, if deemed necessary, expedient or desirable by the Board of Directors, a Chairman of the Board, a Vice-Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, with such titles, as shall be designated by resolution of the Board of Directors electing them. Except as may otherwise be provided in the resolution of the Board of Directors electing him, no officer other than the Chairman or Vice-Chairman of the Board, if any, need be a director. Any number of offices may be held by the same person.

2. TERM OF OFFICE. Unless otherwise provided in the resolution electing him, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and thereafter until his successor shall have been chosen and qualified or until his earlier resignation or removal. Any officer may be removed with or without cause by the Board of Directors. Any vacancy in any office may be filled by the Board of Directors.

3. DUTIES OF OFFICERS. All officers of the Corporation shall have such powers and authority and shall perform such duties in the management and operation of the Corporation as follows and, subject thereto, in the resolutions of the Board of Directors designating and choosing such officers or prescribing the powers, authority and duties of the various officers of the Corporation and, subject to the foregoing, such powers and duties as are customarily incident to their office:

(a) Chairman of the Board. The Chairman of the Board of Directors, if there be one, shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

(b) Vice Chairman of the Board. If the office of Chairman of the Board be vacant, or if the Chairman of the Board be absent, the Vice Chairman of the Board, if there be one, shall preside at meetings of the stockholders and of the Board. He shall have such other powers and perform such duties as may be assigned by the Board of Directors.

(c) President. The President shall be the chief executive officer of the Corporation, and shall have such duties as customarily pertain to that office. The President shall have general management and supervision of the property, business and affairs of the Corporation and over its other officers, may appoint and remove assistant officers and other agents and

employees and may execute and deliver in the name of the Corporation powers of attorney, contracts, bonds and other obligations and instruments.

(d) Vice-President. A Vice-President may execute and deliver in the name of the Corporation contracts and other obligations and instruments pertaining to the regular course of the duties of said office, and shall have such other authority as from time to time may be assigned by the Board of Directors or the President. If the President is absent or is unable to act as President, the Vice President next in order as designated by the Board, or in the absence of such designation, senior in length of service in such capacity, who shall be present and able to act, shall perform all the duties and may exercise any of the powers of the President, subject to the control of the Board.

(e) Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Corporation which may come into his control and he shall deposit the same to the credit of the Corporation in such banks or other depository or depositories as the Board may designate. He may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation. He shall render an account of his transactions to the Board as often as it shall require the same and shall at all reasonable times exhibit his books and accounts to any director, and shall cause to be entered regularly in books kept for that purpose full and accurate account of all moneys received and disbursed by him on account of the Corporation. He shall, if required by the Board, give the Corporation a bond in such sums and with such securities as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession, or under his control, belonging to the Corporation. He shall have such further powers and duties as are incident to the position of Treasurer, subject to the control of the Board.

(f) Secretary. The Secretary shall record the proceedings of meetings of the Board and of the stockholders in a book kept for that purpose and shall attend to the giving and serving of all notices of the Corporation. He shall have custody of the seal of the Corporation and shall affix the seal to all certificates of shares of stock of the Corporation (if required by the form of such certificates) and to such other papers or documents as may be proper and, when the seal is so affixed, he shall attest the same by his signature wherever required. He shall have charge of the stock certificate book, transfer book and stock ledger, and such other books and papers as the Board may direct. He shall, in general, perform all duties of Secretary, subject to the control of the Board.

(b) Assistant Officers. Any assistant officer shall have such powers and duties of the officer such assistant officer assists as such officer or the Board of Directors shall from time to time prescribe.

ARTICLE IV

CERTIFICATES REPRESENTING STOCK

1. SIGNATURES ON CERTIFICATES. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of

any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate, signed by or in the name of the Corporation by the Chairman or Vice-Chairman of the Board of Directors, or the President or Vice-President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, representing the number of shares registered in certificate form. Any or all the signatures on any such certificate may be facsimiles. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. The name of the holder of record of the shares represented thereby, with the number of such shares and the date of issue, shall be entered on the books of the Corporation.

2. REQUIRED STATEMENTS. Whenever the Corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock and whenever the Corporation shall issue any shares of its stock as partly paid stock, the certificate representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

3. REPLACEMENT OF CERTIFICATES. The Corporation may issue a new certificate of stock in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Corporation may require the owner of any lost, stolen, or destroyed certificate, or his legal representative, to indemnify the Corporation against, or give the Corporation a bond sufficient in the Corporation's reasonable judgment to indemnify the Corporation against, any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate.

4. FRACTIONAL SHARE INTERESTS. The Corporation may, but shall not be required to, issue fractions of a share. If the Corporation does not issue fractions of a share, it shall (i) arrange for the disposition of fractional interests by those entitled thereto, (ii) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (iii) issue scrip or warrants in registered or bearer form (either represented by a certificate or uncertificated) or in bearer form (represented by a certificate) which shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share shall, but scrip or warrants shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the Corporation in the event of liquidation, in each case to the extent of such fraction. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing full shares before a specified date, or subject to the conditions that the shares for which scrip or warrants are exchangeable may be sold by the

Corporation and the proceeds thereof distributed to the holders of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.

5. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the Corporation shall be made only on the stock ledger of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate or certificates for such shares of stock properly endorsed or upon the request to transfer uncertificated shares and the payment of all taxes due thereon.

ARTICLE V

INDEMNIFICATION

1. GENERAL. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by such section. To the extent permitted by law, the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise. Such indemnification shall pertain both as to action in such person's official capacity and as to action in another capacity while holding such office or directorship, shall continue as to a person who has ceased to be a director, officer, employee or agent as to action while acting in such capacity or holding such office or directorship, and shall inure to the benefit of the heirs, executors and administrators of such a person.

2. ADVANCE OF EXPENSES. Expenses and costs incurred by any officer referred to in Section 1 of this Article in defending a civil, criminal, administrative or investigative action, suit or proceeding as to which the Corporation may potentially be required to indemnify any officer or director of the Corporation shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized by this Article.

3. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of, or to represent the interests of, the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or applicable law.

ARTICLE VI

CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE VIII

CONTROL OVER BY-LAWS

The directors of the Corporation, by the affirmative vote of a majority of the whole Board of Directors of the Corporation, at any regular or Special meeting, shall have the power to adopt, amend or repeal By-Laws of the Corporation, provided, however, that such power of the Board of Directors of the Corporation shall not divest the stockholders of the Corporation of their power to adopt, amend or repeal By-Laws of the Corporation.